

RECORDATION NO.

22672-A

FILED

JAN 18 '02

4:45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(b), are two (2) copies of a First Amendment to Security Agreement - Chattel Mortgage, dated as of January 16, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement-Chattel Mortgage previously filed with the Board under Recordation Number 22672.

The names and addresses of the parties to the enclosed document are:

Debtor: Southern Illinois Railcar Company
Executive Park Two
505 Buckeye Drive
Troy, Illinois 62294

Secured Party: Deutsche Financial Services Corporation
1181 C Lake Cook Road
Deerfield, Illinois 60015

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Mr. Vernon A. Williams
January , 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

Five (5) railcars re-marked and renumbered as follows:

Previous Mark/Number	Current Mark/Number
SIRX400278	HMCX002001
SIRX400317	HMCX002003
SIRX400245	HMCX002004
SIRX400259	HMCX002015
SIRX400325	HMCX002023

A short summary of the document to appear in the index is:

First Amendment to Security Agreement -Chattel Mortgage.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely yours,



RWA/anm

RECORDATION NO. 22672 A FILED
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SURFACE TRANSPORTATION BOARD

FIRST AMENDMENT TO
SECURITY AGREEMENT - CHATTEL MORTGAGE

ORIGINALLY DATED DECEMBER 23, 1999

BETWEEN

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.
Debtor

AND

DEUTSCHE FINANCIAL SERVICES CORPORATION,
Secured Party

Amendment dated as of this 16th day of
January, 2002

FIRST AMENDMENT TO
SECURITY AGREEMENT - CHATTEL MORTGAGE

THIS FIRST AMENDMENT TO SECURITY AGREEMENT -
CHATTEL MORTGAGE dated as of January 16, 2002 (the "Eighth Amendment to
Security Agreement") between SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C. ,
an Illinois limited liability company (the "Debtor"), and DEUTSCHE FINANCIAL
SERVICES CORPORATION, a Nevada corporation (together with respective successors
and assigns, the "Secured Party"), further amends the Security Agreement-Chattel
Mortgage dated December 23, 1999, and as heretofore amended (the "Security
Agreement") entered into by Debtor and Secured Party.

RECITALS

A. Pursuant to Article 2 of the Term Loan Agreement entered into by Debtor,
Southern Illinois Railcar Company ("SIRC") and Secured Party on June 25, 1999, as amended
(the "Term Loan Agreement") and subject to conditions therein set forth, Secured Party agreed
to make a loan(s) to the Debtor or to SIRC in an aggregate principal amount up to
\$30,000,000.00 (the "Secured Loan") evidenced by a secured promissory note or secured
promissory notes executed by the Debtor or by SIRC in favor of Secured Party or its registered
assigns, all in accordance with the terms and conditions of the Term Loan Agreement.

B. In accordance therewith, Debtor and Secured Party, on December 23, 1999,
entered into the Security Agreement.

C. As provided under and subject to the Term Loan Agreement, the Security
Agreement and the Loan Documents, and for other good and valuable consideration, the
sufficiency and receipt of which are hereby acknowledged, the Debtor and Secured Party hereby
agree as follows:

AMENDMENT

The Security Agreement is hereby amended as follows:

Subject to the grant of security interest given in Section 2.01 of the Security Agreement, and
otherwise subject to Section 2, Security, as well as to the Security Agreement in its entirety, all
as heretofore amended, Schedule A to the Security Agreement is hereby amended and
supplemented to change the marks and numbers of the Equipment as applicable, as more fully
described in the Schedule(s) attached hereto and made a part hereof. "Equipment", as used
herein, shall be as defined in the Security Agreement.

The marks and numbers of the Equipment being changed by this First Amendment to Security Agreement originally were reflected in the Security Agreement, recorded with the Surface Transportation Board, pursuant to the provisions of 49 U.S.C. 11301(b), which Security Agreement was given recordation number 22672, and was recorded on December 27, 1999.

Except as heretofore modified, amended or supplemented, by virtue of all previous amendments to the Security Agreement, inclusive, and as modified, amended and supplemented herein, the Security Agreement is unchanged and remains in full force and effect.

This First Amendment to Security Agreement may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together constituting only one First Amendment to Security Agreement.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this First Amendment to Security Agreement as of the day and year first written above.

SOUTHERN ILLINOIS RAILCAR COMPANY,
L.L.C.

By: 

Name: Fred L. Parsons

Title: Manager

DEUTSCHE FINANCIAL SERVICES
CORPORATION

By: 

Name: Patrick J. Mazzanti

Title: Assistant Vice President

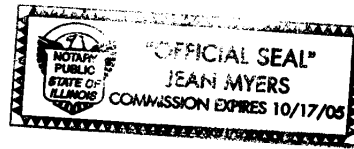
STATE OF ILLINOIS

: ss.

COUNTY OF Madison

On this 16th day of January, 2002, before me, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says he is the Manager of Southern Illinois Railcar Company, L.L.C. that said instrument was signed on January 16, 2002 on behalf of said limited liability company by requisite authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Jean Myers
Notary Public



STATE OF ILLINOIS

: ss.

COUNTY OF Madison

On this 16th day of January, 2002, before me, personally appeared Patrick J. Mazzetta to me personally known, who being by me duly sworn, say he/she/they are the AVP of Deutsche Financial Services Corporation that said instrument was signed on January 16, 2002 on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jean Myers
Notary Public



SCHEDULE A
TO (FIRST AMENDMENT TO) SECURITY AGREEMENT – CHATTEL MORTGAGE BETWEEN
DEUTSCHE FINANCIAL SERVICES CORPORATION AND SOUTHERN ILLINOIS RAILCAR
COMPANY, L.L.C., ORIGINALLY DATED DECEMBER 23, 1999 - THIS AMENDS THE SECURITY
AGREEMENT TO REFLECT CURRENT CAR MARKS/NUMBERS

Previous Mark/Number	Current Mark/Number
SIRX400278	HMCX002001
SIRX400317	HMCX002003
SIRX400245	HMCX002004
SIRX400259	HMCX002015
SIRX400325	HMCX002023